

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SAMSUNG ELECTRONICS CO. LTD,)
SAMSUNG ELECTRONICS AMERICA, INC.,)
SAMSUNG TELECOMMUNICATIONS)
AMERICA GENERAL, LLC,)
SAMSUNG SEMICONDUCTOR, INC., and)
SAMSUNG AUSTIN SEMICONDUCTOR LLC,)

Plaintiffs,)

v.)

ON SEMICONDUCTOR CORP. and)
SEMICONDUCTOR COMPONENTS)
INDUSTRIES, LLC,)

Defendants.)

C.A. No. 06-720 (***)

REDACTED
PUBLIC VERSION

DECLARATION OF PAUL J. POLANSKY
IN SUPPORT OF MOTION TO DISMISS

Original Filing Date: January 22, 2007
Redacted Filing Date: January 29, 2007

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I, Paul J. Polansky, declare:

1. I am a licensed attorney and a partner of the law firm of Larson, Newman, Abel, Polansky, & White, LLP. Patent cross-licensing has been a significant part of my practice for over ten years. I am outside counsel to ON Semiconductor Corp. and Semiconductor Components Industries, LLC, (collectively "ON Semiconductor"). The following declaration is based on my personal knowledge. If called upon to testify, I could testify competently as to the matters set forth herein.

2. I participated in some of the negotiation meetings between ON Semiconductor and Samsung Electronics Co. Ltd. ("Samsung"), regarding licensing U.S. Patent Nos. 5,563,594 ("the '594 Patent") and 6,362,644 ("the '644 Patent"). Specifically, I attended the December 1, 2005 meeting in San Francisco, California and the February 15, 2006 meeting in Dallas, Texas.

3. I have read the Declaration of Bradley J. Botsch, filed in this case on December 27, 2006. The description of the December 1, 2005 and February 15, 2006 meetings in this declaration (Botsch Dec. ¶¶ 4-7) is consistent with my memory of the meetings.

4. I have read the January 12, 2007 Declarations of Jay Shim and Patrick Muir. Parts of the descriptions of the December 1, 2005 and February 15, 2006 meetings in these declarations (Shim Dec. ¶ 4; Muir Dec. ¶ 3, Ex. 1 at ¶¶ 6-7) are not consistent with my memory of the meetings in several respects.

5. In particular, Mr. Shim was not present at either of these meetings. To the extent that his characterization of these meetings in his declaration (¶ 4) implies he did attend these meetings, such an implication is not correct.

6. I do not recall hearing Brad Botsch threaten or even mention litigation during the February 15, 2006 meeting. During this meeting, I listened carefully when Brad Botsch was

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talking and took detailed notes of what was said at the meeting, because I knew he would not be able to take notes while he was talking.

7. Not only do I not remember "litigation" or related words being mentioned at this meeting, there is also no reference to such a word in the notes I took during the meeting, true and correct copies of which are attached hereto as Ex. 1. I am sensitive to words like "litigation" during licensing negotiations, and had I heard such words being used by either party, I believe I would have written them into my notes.

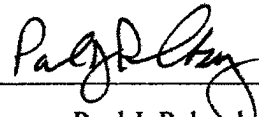
8. Similarly, I never threatened or even mentioned litigation during this meeting.

9. After the meeting on February 15, 2006, Mr. Botsch and I met members of the Samsung negotiating team for drinks, during which the atmosphere was very cordial.

10. On or about October 2, 2006, I received a telephone call from Mr. Botsch. He informed me that in his meeting with Samsung in Korea the previous Friday, while I was traveling from Korea to the U.S., Mr. Shim had said that he wanted to "give value" to ON Semiconductor's patents.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: _____



Paul J. Polansky

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EXHIBIT 1

**EXHIBIT 1 HAS BEEN
REDACTED IN ITS
ENTIRETY**

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on January 29, 2007, I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing(s) to the following:

Josy W. Ingersoll
John W. Shaw

I also certify that copies were caused to be served on January 29, 2007 upon the following in the manner indicated:

BY HAND

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John W. Shaw
Andrew A. Lundgren
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BY FEDERAL EXPRESS

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